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July 13, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re. *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DIECA Communications, Inc. d/b/a Covad Communications Company Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 04-00207

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, DIECA Communications, Inc. d/b/a Covad Communications Company and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of an executed Amendment to the Interconnection Agreement dated December 19, 2001. The Amendment relates to EELs and Special Access Service Conversions.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc. Douglas Carlen, Esq., Covad Communications Company
William H. Weber, Covad Communications Company

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DIECA Communications, Inc. d/b/a Covad Communications Company Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

**PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELLSOUTH TELECOMMUNICATIONS, INC.
AND DIECA COMMUNICATIONS, INC. D/B/A COVAD COMMUNICATIONS
COMPANY PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, DIECA Communications, Inc. d/b/a Covad Communications Company ("Covad") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated December 19, 2001 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Covad and BellSouth state the following.

1. Covad and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Covad. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on February 23, 2004.

2. The parties have recently negotiated an Amendment to the Agreement which relates to EELs and Special Access Service Conversions. A copy of the Amendment is attached hereto and incorporated herein by reference.

3 Pursuant to Section 252(e) of the Telecommunications Act of 1996, Covad and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Covad within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Covad and BellSouth aver that the Amendment is consistent with the standards for approval

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Covad and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 13th day of July, 2004

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC

By 

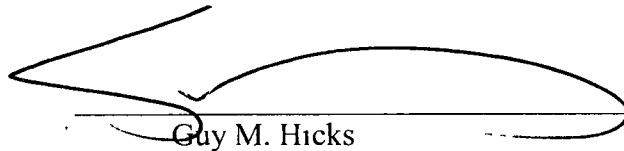
Guy M. Hicks
333 Commerce Street, Suite 2101
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(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 13 day of July, 2004:

Douglas Carlen, Esq.
Assistant General Counsel
Covad Communications Company
3420 Central Expressway
Santa Clara, CA 95051

William H. Weber
Vice President, External Affairs
Covad Communications Company
1230 Peachtree Street, NE
19th Floor, Promenade II
Atlanta, GA 30309



Guy M. Hicks

**Amendment to the Agreement
Between
DIECA Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated December 19, 2001**

Pursuant to this Amendment, (the "Amendment"), DIECA Communications, Inc ("Covad"), and BellSouth Telecommunications, Inc ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 19, 2001 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Covad entered into the Agreement on December 19, 2001, and,

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows

1. The Parties hereby agree to delete Sections 4.3.6 and 4.3.7 of Attachment 2 and replace with Sections 4.3.6 and 4.3.7 as follows

4.3.6 To order EELs Covad must meet the requirements in Section 4.3.7.1

4.3.7 Special Access Service Conversions

4.3.7.1 Covad may not convert special access services to combinations of loop and transport network elements, whether or not Covad self-provides its entrance facilities (or obtains entrance facilities from a third party), unless Covad uses the combination to provide a significant amount of local exchange service, in addition to exchange access service, to a particular customer. To the extent Covad requests to convert any special access services to combinations of loop and transport network elements at UNE prices, Covad shall provide to BellSouth a letter certifying that Covad is providing a significant amount of local exchange service (as described in this Section) over such combinations. The certification letter shall also indicate under what local usage option Covad seeks to qualify for conversion of special access circuits. Covad shall be deemed to be providing a significant amount of local exchange service over such combinations if one of the following options is met

4.3.7.1.1 Covad certifies that it is the exclusive provider of an end user's local exchange service. The loop-transport combinations must terminate at Covad's collocation arrangement in at least one BellSouth central office. This option does not allow loop-transport combinations to be connected to BellSouth's tariffed services. Under this option, Covad is the end user's only local service provider, and thus, is providing more than a significant amount of

local exchange service Covad can then use the loop-transport combinations that serve the end user to carry any type of traffic, including using them to carry 100 percent interstate access traffic, or

4.3.7.1.2 Covad certifies that it provides local exchange and exchange access service to the end user customer's premises and handles at least one third of the end user customer's local traffic measured as a percent of total end user customer local dialtone lines, and for DS1 circuits and above, at least 50 percent of the activated channels on the loop portion of the loop-transport combination have at least 5 percent local voice traffic individually, and the entire loop facility has at least 10 percent local voice traffic. When a loop-transport combination includes multiplexing, each of the individual DS1 circuits must meet this criteria. The loop-transport combination must terminate at Covad's collocation arrangement in at least one BellSouth central office. This option does not allow loop-transport combinations to be connected to BellSouth tariffed services, or

4.3.7.1.3 Covad certifies that at least 50 percent of the activated channels on a circuit are used to provide originating and terminating local dialtone service and at least 50 percent of the traffic on each of these local dialtone channels is local voice traffic, and that the entire loop facility has at least 33 percent local voice traffic. When a loop-transport combination includes multiplexing, each of the individual DS1 circuits must meet this criteria. This option does not allow loop-transport combinations to be connected to BellSouth's tariffed services. Under this option, collocation is not required. Covad does not need to provide a defined portion of the end user's local service, but the active channels on any loop-transport combination, and the entire facility, must carry the amount of local exchange traffic specified in this option.

4.3.7.2 In addition, there may be extraordinary circumstances where Covad is providing a significant amount of local exchange service, but does not qualify under any of the three options set forth in Section 4.3.7.1. In such case, Covad may petition the FCC for a waiver of the local usage options set forth in the June 2, 2000 Order. If a waiver is granted, then upon Covad's request the Parties shall amend this Agreement to the extent necessary to incorporate the terms of such waiver for such extraordinary circumstance.

2. All of the other provisions of the Agreement, dated December 19, 2001, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

Signature Page

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By: 

Name: Robert E. Love

Title: President

Date: 5/5/04

**DIECA Communications, Inc. d/b/a
Covad Communications Company**

By: 

Name: James A. Kirkland

Title: SVP & General Counsel

Date: 4/26/04